FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR JNIFORM LIMITED OFFERING EXEMPTION

17	a	2	//	UL	G
13		<u>ජ</u>	7	4	1

OMB APPROVAL OMB Number: 3235-0076 Expires:

Estimated average burden hours per response.....16.00

SE ONLY
Serial
i
RECEIVED
ŀ

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	SEC MAIL
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	Thropally (See See See See See See See See See Se
A. BASIC IDENTIFICATION DATA	101 <00, 101
1. Enter the information requested about the issuer	19/20
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	SECTION
LCP Chicago Investors, LLC	and the same of th
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
430 West Erie Street, Suite 501, Chicago, Illinois 60610	312-229-1600
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	OPOCESSED.
Hotel Acquisition / Development	PROCLOCE
Type of Business Organization corporation	lease specify): MAR-1 9 2007
Actual or Estimated Date of Incorporation or Organization: O O O O Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	nated / FINANCIAL

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ✓ Promoter General and/or Managing Partner Full Name (Last name first, if individual) Lodging Capital Partners, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 430 West Erie Street, Suite 501, Chicago, Illinois 60610 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: General and/or Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Director Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					В. Б	NFORMAT	ION ABOU	T OFFERI	NG					
I.	Has the	issuer solo	d, or does th	he issuer ii	ntend to se	Il, to non-a	ccredited i	nvestors in	this offeri	ing?		Yes	No X	
						Appendix		=				20	000 00	
2.	2. What is the minimum investment that will be accepted from any individual?										۵	000.00		
3.			permit join									Yes R	No	
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Ful	l Name (Last name	first, if ind	ividual)										
Bus	siness or	Residence	Address (N	lumber and	d Street, C	ity, State, Z	Cip Code)							
Nar	me of As:	sociated Bi	oker or De	aler										
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers							
	(Check	"All States	s" or check	individual	States)				······			□ \(\lambda \)	All States	
	AL IL MT	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR	
Ful	l Name (Last name	first, if ind	ividual)										
Bus	siness or	Residence	Address (?	Number an	d Street, C	City, State,	Zip Code)							
Nai	me of Ass	sociated Br	oker or De	aler										
Sta	tes in Wh	iich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers							
	(Check	"All States	s" or check	individual	States)				·····	•••••••		All States		
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR	
Ful	l Name (Last name	first, if indi	ividual)				_					· · · · · ·	
Bus	siness or	Residence	Address (?	Number an	d Street, C	ity, State.	Zip Code)							
Nai	ne of Ass	sociated Br	oker or De	aler										
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers							
	(Check	"All States	or check	individual	States)			······	····				l States	
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	s
	Equity		
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		\$
	Other (Specify limited liability company)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		·
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ 2,000,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security LLC Interest	Sold
	Rule 505		s_2,000,000.00
	Regulation A		s
	Rule 504		\$
	Total		\$_2,000,000.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$_18,000.00
	Accounting Fees		\$
	Engineering Fees		\$ 5,000.00
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Acquisition Closing Costs		§ 12,000.00
	Total	_	s 35,000.00

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	and total expenses furnished in response to Part C -	ering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		\$
5.	each of the purposes shown. If the amount for a	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross art C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
		[
	Purchase of real estate	[] \$	☑ \$ 1900000
	Purchase, rental or leasing and installation of ma	achinery	- •	
	Construction or lessing of plant buildings and fo	acilities] \$ = *	. [\$
		-	7 2	
	Acquisition of other businesses (including the va offering that may be used in exchange for the as	sets or securities of another		
		[
			_	_
	Other (specify):	[] \$. 🗆 \$
			¬\$	□\$
	Column Totals			
	Total Payments Listed (column totals added)		☐ \$ <u></u> ,	965,000.00
		D. FEDERAL SIGNATURE		
sigr	ature constitutes an undertaking by the issuer to fu	te undersigned duly authorized person. If this notice arnish to the U.S. Securities and Exchange Commiss credited investor pursuant to paragraph (b)(2) of R	ion, upon writte	le 505, the following n request of its staff,
lssu	er (Print or Type)	Signature)ate	
LC	P Chicago Investors, LLC	Van Stern	03/07	/o7
	e of Signer (Print or Type)	Title of Signer (Print or Type)		
Jav	d Sims	Manager of Lodging Capital Partners, L.L.C., M	Manager of Issue	er

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule? See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	 Signature Date
LCP Chicago Investors, LLC	03/07/07
Name (Print or Type)	 Title (Print or Type)
David Sims	Manager of Lodging Capital Partners, L.L.C., Manager of Issuer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				Aľ	PENDIX				
[Intend to non-a- investors	to sell eccredited is in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				ification te ULOE attach ation of granted) Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		×							×
AK		×		;					×
AZ		×							X
AR		×							×
CA		×							×
СО		×							x
СТ		×							X
DE		×			:				×
DC		×							×
FL		×							×
GA		×				-	···		×
ні		×							×
1D		×							×
IL		×	LLC Interest	7	\$1,980,000.				×
IN		×	LLC Interest	1	\$20,000.00				×
lA		×							×
KS		×							×
KY		×							×
LA		×							×
ME		×							×
MD		×							_ x
МА		×							×
MI		×							×
MN		×							×
MS		×							×

APPENDIX										
1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО		×							×	
МТ		×							×	
NE		×							×	
NV		×							×	
NH		×							×	
NJ		×							×	
NM		×							<u> </u>	
NY		×				· · · · · · · · · · · · · · · · · ·			×	
NC		×							×	
ND		×							_x_]	
ОН		×							×	
ок		<u>×</u>							×	
OR		×							×	
PA		×							<u>x</u>	
RI		×							×	
SC	<u> </u>	×							_ x	
SD	-	×							×	
TN		×						COMPANIABLE CONTRACTOR	×	
TX		×							x	
UT		×							×	
VT		×							X	
VA		×						, and a second	×	
WA		×					- <u></u>		×	
wv	!	×							×	
WI	1	×						i	×	

	APPENDIX										
1		2	3		4						
	to non-a	I to sell accredited as in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State UL (if yes, attach explanation of waiver grante (Part E-Item 1						
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY		×							×		
PR		×							×		